

**PLAINTIFFS
EXHIBIT**

3815 Interstate Court
Montgomery, Alabama 36109-6220
334.271.2200 • Fax 334.274.1691

August 20, 2004

Ms. Janice McCollum
Amtnen Corporation
5320 Perimeter Parkway
Montgomery, AL 36116

Dear Janice:

We appreciate the opportunity for our company to assist you with your information systems needs. Our goal is to provide you with the type and quality of service that will be most beneficial to you. This letter will confirm our understanding of the services to be rendered by our company. It identifies the objectives of the engagement, the scope of our services, implementation plans, client responsibilities and estimated fees.

ENGAGEMENT OBJECTIVES

The primary objective of the engagement is to replace the accounting and business software currently in use. To do this, we will implement the Windows-based microcomputer accounting system that you have reviewed and selected for your business, MAS 90 by Best Software, Inc.

SCOPE OF SERVICES

Our Procedures

We will assist in implementation of your newly acquired software. Since we did not publish the software we have relied upon representations of the vendors and cannot guarantee that the system can operate without further modification. If modifications are necessary, our initial estimate of the time to complete this engagement may require adjusting.

Key decisions on matters with significant and continuing effect on your company and our completion of the work may be required during the engagement. You have identified **Janice McCollum** as the representative for these purposes. You authorize us to rely upon your representative for answers to all our inquiries and your representative's responses will be binding on you.

Training and Testing

We will train your personnel in the operation of the new hardware and software. This training will be provided at your office. If any of your personnel require more in-depth or specialized training, we can assist you in obtaining such training.

We will train your personnel in the installation and setup procedures to be followed for implementing the accounting system. Our training will also cover transaction entry and posting, monthly and year-end reporting procedures, monthly and year-end closing procedures, and periodic backup procedures.

We will provide support and training assistance to your staff throughout the installation process. Upon completion, we will test the system for assurance that it is functioning as intended based on the information input by your staff. You should expect that the system will require adjustment from time to time.

IMPLEMENTATION AND CONVERSION PLANS

The system components should be received, configured, and tested within fifteen days after approval of this engagement letter. We should be able to begin the on-site installation on or about September 1, 2004. This date is also based on component availability and anticipated shipping dates. Unforeseen delays in component availability, or other circumstances beyond our control, could require that we revise this anticipated timetable.

We recommend that you maintain your current method of accounting for your transactions until you are satisfied with the new system. We recommend that this period be at least two complete accounting cycles. This should ensure adequate time to become familiar with the new system and allow verification of the data.

YOUR RESPONSIBILITIES

The engagement's nature will demand significant involvement by your personnel. The ultimate success of the engagement depends upon your personnel and the effort contributed toward the new system's implementation. To achieve a smooth and successful implementation, you will be responsible for performing the following:

- Study software literature and read manuals.
- Assemble an up-to-date chart of accounts and trial balance depicting current balances for all accounts as of the effective conversion dates.
- Assemble copies of all financial report formats the company desires including balance sheet and income statement formats.
- Assemble all payroll information necessary for input into the new system.

- Backup all data prior to conversion
- Make Peachtree system available for conversion purposes
- Make personnel available to key in the set up information and data. If possible, these personnel should set aside four-hour blocks of time to work on these tasks.

ENGAGEMENT FEES

Please see the attached proposal for software costs. Shipping will be added to that amount. In addition to software costs, we have estimated our time for this engagement to be between 96 hours and 128 hours. This estimate will vary depending upon your ability to master the new software. This estimate is based upon our past experience and the assumption that your personnel will have sufficient time available to devote to the implementation process. **Custom reporting and extended training are not included in our estimate.** Additional enhancements and other modifications or maintenance issues will result in an increase of on-site time required to complete this engagement. Based on our conversations with Amtrak Corporation, the estimate for services on the attached proposal has been adjusted to reflect Amtrak's estimate of \$6,000. Any time over this estimate will be billed at our standard hourly rate of \$125 per hour. *Any 16 hours or fewer than 48 then Amtrak will be billed for 48 hrs x 125 per hr. jmcw*

We bill for the actual time and out-of-pocket expenses incurred to perform this engagement, including telephone and travel expenses. Personnel will be assigned according to both the level of experience required and the technical requirements of the services. Our information technology services are billed at standard billing rates, which are competitive with other CPA firms and consultants, and are billed as the work progresses. We will strive to keep you informed of any significant time requirements that we encounter as the engagement progresses. Any unusual disruption in the implementation process may result in additional fees.

The software cost includes one year's maintenance coverage. This will allow you to receive all maintenance releases for MAS90 and payroll tax table updates during the next year at no additional charge. To continue this coverage after the first year, the maintenance plan must be renewed annually. The current maintenance price for the modules that you own is \$4,237 per year and is subject to change.

A deposit for 100% of hardware costs and 50% of software costs is due before Wilson Price IT, LLC will order any products. Based on the approved quote, the deposit due is \$9,000.

All hardware and software prices are subject to change without notice. Prices were obtained by vendor quote and/or published price. You will be notified of any significant variances before products are ordered.

WARRANTIES AND LIMITATIONS

Parties to this engagement agree that any dispute that may arise regarding the meaning, performance, or enforcement of this engagement will, prior to resorting to litigation, be submitted to mediation upon the written request of any party to the engagement. All mediation initiated as a result of this engagement shall be administered by the American Arbitration Association. The results of this mediation shall be binding only upon agreement of each party to be bound. Costs of any mediation proceeding shall be shared equally by both parties.

Our liability for damages with respect to the services provided shall in no event exceed the charges previously paid by your company to us for these services. Warranties for the computer hardware and software products installed as part of this engagement are provided by the manufacturer or licensor of those products. We offer no warranties, expressed or implied, regarding the functionality or capabilities of the software products installed as part of this engagement. The system you have chosen is based on your assessment of the needs of your company and the capabilities of the software.

We are not insurers or guarantors of the performance or availability of hardware and software used by your company. Availability of continuing vendor support is beyond our control. You agree that we are not responsible for the operation or availability of the hardware and software used by your company.

The experience and knowledge of our professional staff are maintained at considerable expense. In consideration thereof, during the term of this engagement and for a period of one-hundred-eighty (180) days following, Amtnen Corporation agrees not to, directly or indirectly, hire or engage employees of Wilson Price Information Technology, LLC that are actively involved in this engagement.

CLOSING

We sincerely appreciate the opportunity to serve you. If the foregoing is in accordance with your understanding, please sign the copy of this letter and return to us in the envelope provided.

Sincerely,

WILSON PRICE INFORMATION TECHNOLOGY, LLC



Robert C. Lake, CPA

Enclosure

APPROVED:

This letter correctly sets forth the understanding of Amtrak Corporation.

Jamie McCollum Accounting Mgr 8/23/04
Signature Title Date



**Revised
Business Software Proposal**

for

Amtren Corporation

Presented by

Bobby Lake

Wilson Price Information Technology, LLC

August 19, 2004

SCOPE AND OBJECTIVES

Amtron Corporation has outgrown its current software system and is actively looking for a business solution that will not only meet its current needs, but one that will also provide a platform for growth.

The objective of this proposal is to replace the Peachtree 2004 software system with BEST MAS90 software, which will provide a robust system for managing the financial and inventory needs of Amtron Corporation.

SOFTWARE AND SERVICES

The heart of the MAS90 system is the core accounting modules, comprised of General Ledger, Accounts Receivable, and Accounts Payable. These modules provide a powerful, informative foundation that will allow you to streamline your bookkeeping tasks and gain access to critical financial information that is needed to manage your business.

The Inventory Management module provides comprehensive reporting capabilities that allow you effectively monitor inventory status. Inventory location and availability is crucial to your success and this module has a variety of features that allows you to manage these assets in the most cost-effective manner for your specific business.

The Purchase Order module helps you keep accurate records of the goods ordered from your vendors. This module not only issues formal purchase orders to your vendors, it also streamlines and organizes the process of ordering goods. Purchase orders can be automatically generated to ensure that you never run out of key items. This module also allows you to process partial receipts, update your inventory records when goods are received, and monitor cost variances between goods received and goods invoiced.

The Sales Order module captures pertinent customer information, along with pricing and costs, so that orders can be filled and shipped in a timely and efficient manner. In addition, sales and management reports will provide detailed recaps at the item and product level, as well as a multitude of informative monthly recaps to help you effectively manage your business.

The Work Order module is the cornerstone of the system's manufacturing solution. It allows you to issue work orders, develop schedules and track costs associated with the manufacturing process. This module provides you with complete control of the manufacturing process and the ability to see up-to-the-minute work in process information. When used in conjunction with the Bill of Materials module, the material

required to produce a product can be automatically merged from the appropriate bill. All required paperwork to move the job through the shop can be generated from each work order.

The Bill of Materials module allows you to create and maintain a detailed bill of the components and miscellaneous charges that make up your finished items and subassembly components. Accurate and informative reports detailing bill structures, component requirements and production history are created through the Bill of Materials module.

The Material Requirements Planning module can help you eliminate purchasing and scheduling problems. It is designed to simplify and speed up the work processes of purchasing and production managers, enabling them to plan more effectively. The MRP module looks at demand based on open sales orders and sales projections, and supply based on inventory levels and open purchase orders. Product build times, lead times and supply and demand functions are combined to estimate the need for an inventory item.

When you choose from the MAS90 family of accounting and business management products, you gain the tools to propel your company to a more productive future. With more than 25 modules and hundreds of industry-specific add-ons, MAS90 can be tailored to meet your business needs today, and as you grow, it can expand to accommodate your company's requirements long into the future.

Coupled with the experience and knowledge of the Wilson Price IT professionals, Amtrax Corporation can be assured that its computer system will help it accomplish its business objectives.

Fees

Revised Quote
August 20, 2004

<u>Item Description</u>	<u>Qty</u>	<u>Unit Price</u>	<u>Amount</u>
Software: MAS90			
MAS90 Library Master with Crystal Reports✓	1	\$ 1,000.00	\$ 1,000.00
MAS90 5-user Network License ✓	1	\$ 4,100.00	\$ 4,100.00
MAS90 Additional Users (✓)	1	\$ 2,875.00	\$ 2,875.00
MAS90 General Ledger w/FRx ✓	1	\$ 2,300.00	\$ 2,300.00
MAS90 Accounts Payable ✓	1	\$ 1,450.00	\$ 1,450.00
MAS90 Accounts Receivable✓	1	\$ 1,450.00	\$ 1,450.00
MAS90 Payroll ✓	1	\$ 1,450.00	\$ 1,450.00
MAS90 Bank Reconciliation✓	1	\$ 525.00	\$ 525.00
MAS90 Sales Order Processing✓	1	\$ 1,450.00	\$ 1,450.00
MAS90 Purchase Order Processing✓	1	\$ 1,450.00	\$ 1,450.00
MAS90 Inventory Management✓	1	\$ 1,450.00	\$ 1,450.00
MAS90 Bill of Materials✓	1	\$ 2,175.00	\$ 2,175.00
MAS90 MRP ✓	1	\$ 2,175.00	\$ 2,175.00
MAS90 Visual Integrator✓	1	\$ 1,050.00	\$ 1,050.00
Credit Card Processing ✓	1	\$ 1,700.00	\$ 1,700.00
*Less: Peachtree Upgrade Discount			
		20% \$	4,770.00
Subtotal - Software - MAS90			
		\$	21,780.00
Services (estimate):			
Installation and Setup			\$ 6,000.00
Implementation			
Training			
Other Services: Conversion		Est: \$1,500 to \$4,000	
Subtotal - Services - MAS90			
		\$	6,000.00
MAS90 Software and Services Total		(Does not include conversion)	<u>\$ 27,780.00</u>

* - Peachtree Discount applies to first-time purchase.

1 - \$6,000 services estimate is based on Amtron's estimate

Terms and Conditions

We will bill for the actual time required to perform this engagement. Our professional services are billed at \$125.00 per hour. Additional enhancements and other modifications or maintenance issues will result in an increase in the amount of time required to complete the installation.

Warranties for any computer hardware and software products installed as part of this proposal are provided by the manufacturer or licensor of those products. We offer no warranties, expressed or implied, regarding the functionality, capabilities, performance or availability of hardware and software products used by your company.

All prices are subject to change unless otherwise indicated by expiration date. Prices were obtained by vendor quote and/or published price. You will be notified of any significant variances before order is placed. Note: Prices quoted do not include applicable sales tax or freight.

Payment is due for hardware and software upon placement of the order. Payment for services will be due upon completion of installation.

Approval

The specifications, prices and conditions stated in the preceding pages set forth our understanding of this agreement and are hereby accepted.

Amtron Corporation

Date: 8/23/04

Name: Jamie McCallum - Acting Mgr.

Signature: _____



MAS90/200 Product List

MODULE
Library Master (includes Crystal Reports)
General Ledger w/ FRx
Custom Office
Accounts Payable
Accounts Receivable
Inventory Management
Payroll
Purchase Order
Sales Order
TimeCard
Bar Code
Bill of Materials
Material Requirements Planning
Work Order
Job Cost
Bank Reconciliation
Client Write-Up
Magnetic Media Reporting
Visual Integrator
Return Merchandise Authorization
e-Business Manager
Business Alerts
F9 for Windows (single-user)
F9 for Windows (multi-user)

3rd Party
Remote Salesperson
POS Professional
Time and Billing
Automated Service
ABRA HR (Best)
FAS (Best)
Unitime
PM2000 Property Management
Automated Rental Management

For Best Software MAS90 extended solutions, visit:
<http://www.bestsoftware.com/mas90/extendedsolutions/>